

REGISTRATION NO. 22592-C FILED

JAN 22 '10 -3 45 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 22, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S W  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Security Agreement (Amtrak Trust 99-G), dated as of January 22, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Loan and Security Agreement (Amtrak Trust 99-G) filed with the Board under Recordation Number 22592-A.

The names and addresses of the parties to the enclosed document are:

Lender: AME Investments, LLC  
c/o Ambac Capital Corporation  
One State Street Plaza  
New York, NY 10004

Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890

Chief, Section of Administration  
January 22, 2010  
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A description of the railroad equipment covered by the enclosed document is:

58 railcars within the series AMTK 25005- AMTK 25077 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the Index is:

Memorandum of Termination of Security Agreement (Amtrak Trust 99-G).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 22 '10 -3 45 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT**  
**(AMTRAK TRUST 99-G)**

1. Pursuant to the Loan and Security Agreement (Amtrak Trust 99-G), dated as of December 9, 1999 ("Security Agreement"), Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Trustee ("Trustee") under the Trust Agreement (Amtrak Trust 99-G) dated as of December 9, 1999, granted to AME Investments, LLC (the "Lender"), as security for certain obligations of Trustee, Bank of Hawaii (as successor to Pacific Century Leasing, Inc.) (the "Equity Investor"), National Railroad Passenger Corporation (the "Lessee") or any other Person under any of the Operative Documents, a security interest in all of Trustee's right, title, and interest in and to the Collateral, including, without limitation, the railroad equipment described on Annex A hereto. The parties executed a Memorandum of Loan and Security Agreement (Amtrak Trust 99-G), reflecting the foregoing, dated as of December 9, 1999, which Memorandum was filed with the Surface Transportation Board pursuant to Section 11303 of Title 49 of the United States Code on December 9, 1999, at 12:33 p.m., with the Recordation No. 22592-A. All terms used and not otherwise defined herein shall have the respective meanings provided in or by reference in the Security Agreement

2. Pursuant to a Termination Agreement, dated as of January 22, 2010, by and among Lessee, Trustee, Equity Investor, Lender, AME Asset Funding, LLC, a Delaware limited liability company and Ambac Assurance Corporation, a Wisconsin domiciled stock insurance company, the Lender terminated and released the security interest granted by Trustee to the Lender under the Security Agreement in full with respect to the Collateral, including, without limitation, the railroad equipment described on Annex A hereto.

3 The addresses of the parties are as follows:

Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890  
Attention: Corporate Trust Administration

AME Investments, LLC  
C/o Ambac Capital Corporation  
One State Street Plaza  
New York, New York 10004  
Attention: Loan Operations

4 The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement

5. This Memorandum of Termination of Security Agreement (Amtrak Trust 99-G) may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

[Memorandum of Termination of Security Agreement (Amtrak Trust 99-G) – STB]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Termination of Security Agreement (Amtrak Trust 99-G) to be executed as of January 22 2010.

WILMINGTON TRUST COMPANY,

Not in its individual capacity but solely as Trustee,  
as aforesaid

By: \_\_\_\_\_

Name: Anita Roselli Woolery  
Title: Assistant Vice President

STATE OF DELAWARE )

) ss:

COUNTY OF NEW CASTLE )

On January 7, 2010, before me personally appeared Anita Roselli Woolery, Assistant Vice President, personally known, who being by me duly sworn says that he/she is \_\_\_\_\_ of Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Susanne M. Gula  
Notary Public

My commission expires:

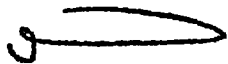
SUSANNE M. GULA  
Notary Public - State of Delaware  
My Comm. Expires Nov. 21, 2011

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

[Memorandum of Termination of Security Agreement (Amtrak Trust 99-G) - STB]

AME INVESTMENTS, LLC

By:   
Name: David J. Weissman  
Title: Ambac Board Member

STATE OF NEW YORK     )  
                                  ) ss:  
COUNTY OF NEW YORK    )

On January 5<sup>th</sup>, 2010, personally appeared before me David J. Weissman to me personally known, who being by me duly sworn, said that he/she is a Active Board Member of AME Investments, LLC, that such instrument was signed on behalf of said Delaware limited liability company by the authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Delaware limited liability company

  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

JAMILAH T. COLES  
Notary Public, State of New York  
No. 01CO6169408  
Qualified in Kings County  
Commission Expires June 26, 2011

**ANNEX A**  
**EQUIPMENT**

**[See attached]**

Annex A to  
Memorandum of Termination

(AMTRAK TRUST 99-G)

**DESCRIPTION OF UNITS**

<b><u>EQUIPMENT TYPE</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
Amfleet II enhanced - Amcoach II	25005
Amfleet II enhanced - Amcoach II	25006
Amfleet II enhanced - Amcoach II	25011
Amfleet II enhanced - Amcoach II	25013
Amfleet II - Amcoach II	25015
Amfleet II - Amcoach II	25016
Amfleet II enhanced - Amcoach II	25017
Amfleet II - Amcoach II	25018
Amfleet II - Amcoach II	25019
Amfleet II enhanced - Amcoach II	25020
Amfleet II - Amcoach II	25021
Amfleet II - Amcoach II	25023
Amfleet II enhanced - Amcoach II	25024
Amfleet II - Amcoach II	25025
Amfleet II enhanced - Amcoach II	25026
Amfleet II enhanced - Amcoach II	25027
Amfleet II enhanced - Amcoach II	25028
Amfleet II - Amcoach II	25029
Amfleet II - Amcoach II	25030
Amfleet II - Amcoach II	25031
Amfleet II enhanced - Amcoach II	25032
Amfleet II enhanced - Amcoach II	25033
Amfleet II - Amcoach II	25034
Amfleet II enhanced - Amcoach II	25035
Amfleet II - Amcoach II	25037
Amfleet II - Amcoach II	25038
Amfleet II - Amcoach II	25039
Amfleet II enhanced - Amcoach II	25040
Amfleet II enhanced - Amcoach II	25041



Amfleet II	- Amcoach II	25042
Amfleet II enhanced	- Amcoach II	25043
Amfleet II	- Amcoach II	25044
Amfleet II enhanced	- Amcoach II	25046
Amfleet II	- Amcoach II	25047
Amfleet II enhanced	- Amcoach II	25048
Amfleet II enhanced	- Amcoach II	25049
Amfleet II enhanced	- Amcoach II	25050
Amfleet II enhanced	- Amcoach II	25051
Amfleet II	- Amcoach II	25052
Amfleet II enhanced	- Amcoach II	25054
Amfleet II enhanced	- Amcoach II	25055
Amfleet II enhanced	- Amcoach II	25056
Amfleet II enhanced	- Amcoach II	25062
Amfleet II enhanced	- Amcoach II	25063
Amfleet II enhanced	- Amcoach II	25064
Amfleet II	- Amcoach II	25065
Amfleet II	- Amcoach II	25066
Amfleet II enhanced	- Amcoach II	25067
Amfleet II	- Amcoach II	25068
Amfleet II enhanced	- Amcoach II	25069
Amfleet II	- Amcoach II	25070
Amfleet II	- Amcoach II	25071
Amfleet II	- Amcoach II	25072
Amfleet II enhanced	- Amcoach II	25073
Amfleet II enhanced	- Amcoach II	25074
Amfleet II	- Amcoach II	25075
Amfleet II	- Amcoach II	25076
Amfleet II	- Amcoach II	25077

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/22/2010



\_\_\_\_\_  
Robert W Alvord